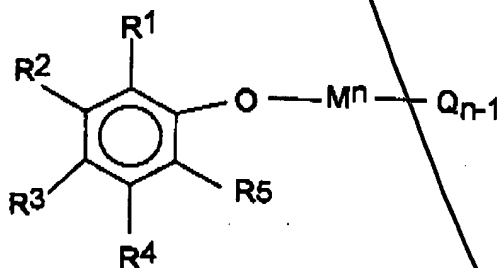


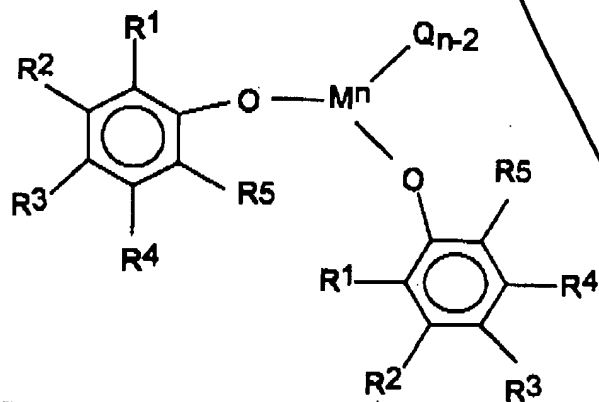
**IN THE CLAIMS**

Please amend the claims as follows.

1. (Currently Amended) A catalyst system comprising an activator and one or more heteroatom substituted phenoxide ~~Group 3 to 10 transition or lanthanide~~ metal compounds wherein the metal is bound to the oxygen of the phenoxide group and ~~provided that the compounds:~~  
represented by the following formulae:



or



provided that:

wherein:

R<sup>1</sup> R<sup>2</sup> R<sup>4</sup> and R<sup>5</sup> may be independently hydrogen, a heteroatom containing group or a C<sub>1</sub> to C<sub>100</sub> group, R<sup>3</sup> may be hydrogen, or a C<sub>1</sub> to C<sub>100</sub> group, provided that at least one of R<sup>2</sup> R<sup>4</sup> or R<sup>5</sup> is a group containing a heteroatom, said hetero atom selected from the group consisting of boron, aluminum, silicon, nitrogen, phosphorus, arsenic, tin, lead, antimony, selenium, tellurium, any of R<sup>1</sup> to R<sup>5</sup> may or may not be bound to the metal M,

O is oxygen,

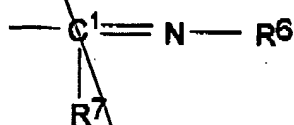
M is a selected from the group consisting of zirconium, hafnium, chromium, molybdenum, a Group 3, a Group 5 and a Group 7-10 transition metal or a lanthanide metal,

n is the valence state of M,

Q is an anionic ligand or a bond to an R group containing a heteroatom which may be any of R<sup>1</sup> to R<sup>5</sup>, and

further provided that:

- a) if more than one heteroatom substituted phenoxide is present it is not bridged to the another heteroatom substituted phenoxide,
- b) if the metal is a Group 4 metal then the carbon ortho to the carbon bound to the oxygen of the phenoxide is not bound to an aldehyde or an ester,
- c) the carbon ortho to the carbon bound to the oxygen of the phenoxide is not bound to the C<sup>1</sup> carbon in a group represented by the formula:



wherein R<sup>6</sup> and R<sup>7</sup> are independently hydrogen, halogen, a hydrocarbon group, a heterocyclic compound residue, an oxygen containing group, a nitrogen containing group, a boron containing group, a sulfur containing group, a phosphorus containing group, a silicon containing group, a germanium containing group, or a tin containing group, and R<sup>6</sup> and R<sup>7</sup> may be bonded to each other to form a ring,

- d) if the metal is a Group 4 metal then the ortho and metal carbons do not form a pyridine ring, and

e) the carbon ortho to the carbon bound to the oxygen of the phenoxide is not bound to a sulfur atom directly bound to a nitrogen atom.

2. (Original) The catalyst system of claim 1 wherein the activator is selected from the group consisting of an aluminum alkyl, an alumoxane, a modified alumoxane, a borane, a borate, a non-coordinating anion or combinations thereof.

3. (Original) The catalyst system of claim 1 wherein the transition metal is a Group 4 metal.

4. (Original) The catalyst system of claim 1 wherein the transition metal is zirconium.

5. (Currently Amended) The catalyst system of claim 1 wherein the heteroatom substituted phenoxide transition metal compound is selected from the group consisting of:

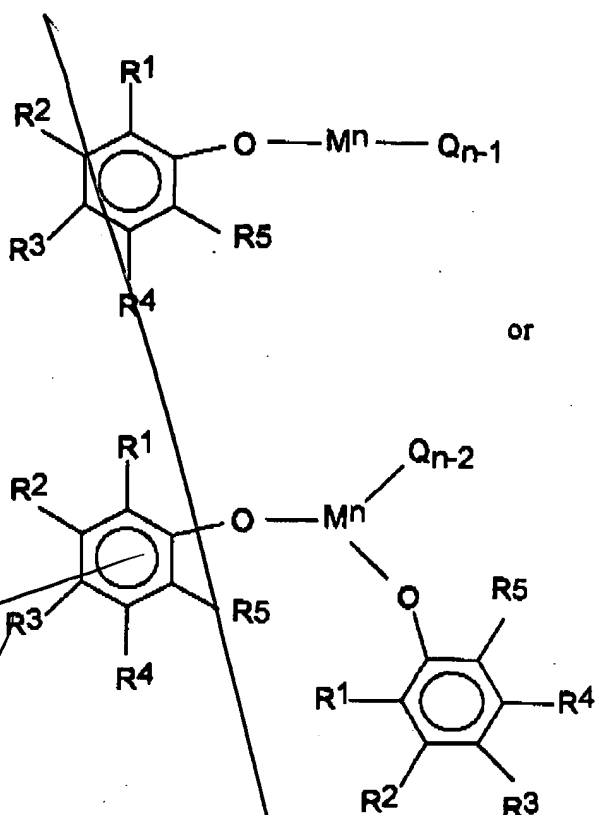
~~bis(N-benzylidene-2-hydroxy-3,5-di-t-butylbenzylamine)zirconium(IV) dibenzyl bis(N-benzylidene-2-aminomethyl-4,6-di-t-butylphenoxide)zirconium(IV) dibenzyl;~~  
~~bis(N-benzylidene-2-hydroxy-3,5-di-t-butylbenzylamine)zirconium(IV) dichloride~~  
~~bis(N-benzylidene-2-aminomethyl-4,6-di-t-butylphenoxide)zirconium(IV) dichloride;~~  
~~bis(2-(2H-benzotriazol-2-yl)-4,6-di-t-amylphenoxide)zirconium(IV) dibenzyl;~~  
~~bis(N-benzylidene-2-hydroxy-3,5-di-t-butylbenzylamine)titanium(IV) dibenzyl;~~  
~~bis(2-(2H-benzotriazol-2-yl)-4,6-di-t-amylphenoxide)zirconium(IV) dibenzyl;~~  
~~bis(2-(2H-benzotriazol-2-yl)-4,6-di-t-amylphenoxide)zirconium(IV) dichloride;~~  
~~bis(2-(2H-benzotriazol-2-yl)-4,6-di-t-amylphenoxide)zirconium(IV)~~  
~~di(bis(dimethylamide));~~  
~~bis(2-(2H-benzotriazol-2-yl)-4,6-di-(1',1'-dimethylbenzyl)phenoxide)zirconium(IV)~~  
~~dibenzyl;~~  
~~bis(2-(2H-benzotriazol-2-yl)-4,6-di-t-amylphenoxide)titanium(IV) dibenzyl;~~  
~~bis(2-(2H-benzotriazol-2-yl)-4,6-di-(1',1'-dimethylbenzyl)phenoxide)titanium(IV)~~  
~~dibenzyl;~~

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~~bis(2-(2H-benzotriazol-2-yl)-4,6-di-(1',1'-dimethylbenzyl)phenoxy)titanium(IV) dichloride;~~  
~~bis(2-(2H-benzotriazol-2-yl)-4,6-di-(1',1'-dimethylbenzyl)phenoxy)hafnium(IV) dibenzyl; and~~  
~~(N-phenyl-3,5-di-(1',1'-dimethylbenzyl)salicylimino)zirconium(IV) tribenzyl (N-phenyl-2,4-bis(2-phenyl-2-propyl)-6-iminomethylphenoxy)zirconium(IV) tribenzyl.~~

6. (Currently Amended) The catalyst system of claim 5 ~~further comprising an~~ wherein said activator comprises one or more of an aluminum alkyl, an alumoxane, a modified alumoxane, a borane, a borate or a non-coordinating anion.
7. (Original) The catalyst system of claim 1 wherein either the transition metal compound or the activator or both are placed on a support.
8. (Original) The catalyst system of claim 1 further comprising a Ziegler-Natta catalyst.
9. (Original) The catalyst system of claim 1 further comprising a mono-or bis-cyclopentadienyl Group 4, 5 and 6 transition metal compound and an optional second activator.
10. (Original) The catalyst system of claim 1 further comprising a second activator.
11. (Currently Amended) The catalyst system of claim 1 wherein the activator is one or more of an alumoxane, tris(2,2',2''-nonafluorobiphenyl)fluoroaluminate ~~tris(2,2',2''-nonafluorobiphenyl)aluminum~~, triphenyl boron, triethyl boron, tri-n-butyl ammonium tetraethylborate, triaryl borane, tri (n-butyl) ammonium tetrakis (pentafluorophenyl) boron, ~~or a trisperfluorophenyl boron, or diethylaluminum chloride.~~
12. (Currently Amended) A catalyst system comprising the reaction product of an activator and one or more heteroatom substituted phenoxid transition metal compounds represented by the following formulae:

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wherein:

$R^1$  to  $R^5$  may be independently hydrogen, a heteroatom containing group or a  $C_1$  to  $C_{100}$  group,  $R^3$  is hydrogen, or a  $C_1$  to  $C_{100}$  group, provided that at least one of  $R^2$ ,  $R^4$  or  $R^5$  is a group containing a heteroatom, said hetero atom selected from the group consisting of boron, aluminum, silicon, nitrogen, phosphorus, arsenic, tin, lead, antimony, selenium, tellurium, any of  $R^1$  to  $R^5$  may or may not be bound to the metal M, O is oxygen,

M is selected from the group consisting of zirconium, hafnium, chromium, molybdenum, a Group 3, a Group 5 and a Group 7- to 10 transition metal or a lanthanide metal,

n is the valence state of M,

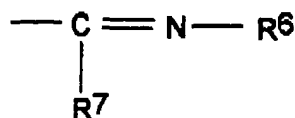
Q is an anionic ligand or a bond to an any of R-group  $R^1$  to  $R^5$  containing a heteroatom which may be any of  $R^1$  to  $R^5$ , and

further provided that:

a) if M is a Group 4 metal then  $R^5$  is not an aldehyde or an ester group;

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- b) the  $R^4$  and  $R^5$  groups do not form part of a pyridine ring in the first formula if M is a Group 4 metal;
- c) the  $R^4$  and  $R^5$  groups do not form pyridine in at least one ring of the second formula if M is a group 4 metal; and
- d) neither  $R^1$  nor  $R^5$  may be a group represented by the formula:



wherein  $R^6$  and  $R^7$  are independently hydrogen, halogen, a hydrocarbon group, a heterocyclic compound residue, an oxygen containing group, a nitrogen containing group, a boron containing group, an sulfur containing group, a phosphorus containing group, a silicon containing group, a germanium containing group, or a tin containing group, and  $R^6$  and  $R^7$  may be bonded to each other to form a ring.

13. (Original) The catalyst system of claim 12 wherein the activator is an aluminum alkyl, an alumoxane, a modified alumoxane, a borane, a borate, a non-coordinating anion or a mixture thereof.
14. (Original) The catalyst system of claim 12 wherein Q is a bond to any of  $R^1$  to  $R^5$  and the R group that Q is bound to is a heteroatom containing group.
15. (Original) The catalyst system of claim 12 wherein the heteroatom containing group is a triazole or an oxazole.
16. (Original) The catalyst system of claim 12 wherein the heteroatom in the heteroatom containing group is nitrogen and/or oxygen.
17. (Original) The catalyst system of claim 12 wherein the  $R^1$  group is a  $C_4$  to  $C_{20}$  alkyl group.
18. (Original) The catalyst system of claim 12 wherein  $R^1$  is a tertiary alkyl group.

19. (Original) The catalyst system of claim 12 wherein  $R^5$  is bound to the metal.
20. (Original) The catalyst system of claim 12 wherein the  $R^2$  group is a butyl, isobutyl, tertiary butyl, pentyl, hexyl, heptyl, isohexyl, octyl, isooctyl, decyl, nonyl, or dodecyl group.
21. (Currently Amended) The catalyst system of claim 12 wherein two or more  $R^1$  to  $R^5$  groups have formed a five or six membered ring.
22. (Currently Amended) The catalyst system of claim 12 wherein two or more  $R^1$  to  $R^5$  groups have formed a multi-ring system.
23. (Original) The catalyst system of claim 12 wherein M is zirconium, titanium or hafnium.
24. (Original) The catalyst system of claim 12 wherein n is 4.
25. (Original) The catalyst system of claim 12 wherein n is 3.
26. (Original) The catalyst system of claim 12 wherein Q is a halogen or an alkyl group.
27. (Original) The catalyst system of claim 12 wherein Q is an amide, carboxylate, carbamate, thiolate, hydride or alkoxide group.
28. (Original) The catalyst system of claim 12 further comprising a support.
29. (Original) The catalyst system of claim 12 wherein either the transition metal compound or the activator or the reaction product thereof are placed on a support selected from the group consisting of talc; silica, magnesium chloride, alumina, silica-alumina; polyethylene, polypropylene, polystyrene; or a mixture thereof.

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30. (Currently Amended) The catalyst system of claim 12 wherein prior to being combined with the transition metal compound and/or the activator and/or the reaction product thereof the support is partially or completely dehydrated.
31. (Currently Amended) The catalyst system of claim 12 wherein the transition metal compound and the activator are combined in molar ratios of about 1000:1 to about 0.5:1.
32. (Currently Amended) The catalyst system of claim 12 wherein the transition metal compound and the activator are combined in molar ratios of about 300:1 to about 1:1.
33. (Currently Amended) The catalyst system of claim 12 wherein the activator is a borane and the transition metal compound and the borane are combined in molar ratios of about 1:1 to about 10:1
34. (Currently Amended) The catalyst system of claim 12 wherein the activator is an alkyl aluminum compound and the transition metal compound and the alkyl aluminum compound are combined in molar ratios of about 0.5:1 to about 10:1
35. (Currently Amended) The catalyst system of claim 12 wherein two or more R<sup>1</sup> to R<sup>5</sup> R groups do not form a five membered ring.
36. (Original) The catalyst system of claim 13 wherein M is zirconium.